

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DONALD F. BENOIT, Derivatively On
Behalf of MBNA CORPORATION,

Plaintiff,

v.

BRUCE L. HAMMONDS, JOHN R.
COCHRAN, III, RICHARD K.
STRUTHERS, KENNETH A.
VECCHIONE, LANCE L. WEAVER,
CHARLES C. KRULAK, MICHAEL G.
RHODES, JOHN W. SCHEFLEN, JAMES
H. BERICK, MARY M. BOIES,
BENJAMIN R. CIVILETTI, WILLIAM L.
JEWS, RANDOLPH D. LERNER,
STUART L. MARKOWITZ, WILLIAM B.
MILSTEAD, LAURA S. UNGER and
THOMAS G. MURDOUGH,

Defendants,

- and -

MBNA CORPORATION, a Maryland
corporation,

Nominal Defendant.

Civil Action No. **05-361 GMS**

STIPULATION AND WAIVER OF SUMMONS

WHEREAS, on June 6, 2005, the shareholder derivative complaint in *Benoit v. Hammonds et al.*, Case No. 05-361 (the "Action") was filed in this Court by plaintiff Donald F. Benoit;

IT IS HEREBY STIPULATED AND AGREED by the undersigned parties that:

1. Defendants Bruce L. Hammonds, John R. Cochran, III, Richard K. Struthers, Kenneth A. Vecchione, Lance L. Weaver, Charles C. Krulak, Michael G.

Rhodes, John W. Schefflen, James H. Berick, Benjamin R. Civiletti, William L. Jews, Stuart L. Markowitz, Laura S. Unger and nominal defendant MBNA Corporation (the "Stipulating Defendants"), by and through counsel, hereby waive service of summons in the Action in the manner provided by Rule 4 of the Federal Rules of Civil Procedure.

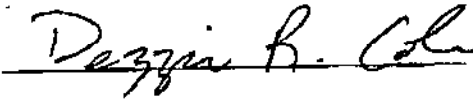
2. The Stipulating Defendants will retain all defenses or objections to the Action or to the jurisdiction or venue of this Court except for objections based on a defect in the summons or in the service of the summons.

DATED: July 8, 2005



Joseph N. Gielata (DSB # 4338)
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Attorney for Plaintiff



Dezzie R. Cole, Esq.
MBNA Corporation
Legal Department
1100 North King Street
Wilmington, DE 19884
(302) 432-0728

On Behalf of the Stipulating Defendants

UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE

CERTIFICATE OF SERVICE

I hereby certify that, on July 15, 2005, I electronically filed the STIPULATION AND WAIVER OF SUMMONS (the "Filing") with the Clerk of Court using CM/ECF.

I hereby certify that, on July 15, 2005, I have mailed by United States Postal Service, postage prepaid, and emailed the Filing to the following non-registered participant:

Dezzie R. Cole, Esq.
MBNA America Bank, N.A.
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/s/ Joseph N. Gielata
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